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**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
(Richmond Division)**

<b>In re:</b>	*	<b>Chapter 11</b>
	*	
<b>CIRCUIT CITY STORES, INC., et al.,</b>	*	<b>Case No. 08-35653 (KRH)</b>
	*	
<b>Debtors.</b>	*	<b>(Jointly Administered)</b>
* * * * *	*	* * * * *

**MOTION FOR LEAVE OF COURT TO LISTEN TO  
JUNE 8, 2010 HEARING BY TELEPHONE**

Bethesda Softworks, LLC (“BSLLC”), the holder of a Section 503(b)(9) administrative expense in the amount of at least \$3.5 Million, and a pre-petition claim in the amount of approximately \$32,000, in the above-captioned Chapter 11 cases, by and through its counsel, and pursuant to, among other things, the Court’s Order Pursuant to Bankruptcy Codes 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures, Exhibit A, page 5, subparagraph (g), hereby moves for leave of the Court to listen to the June 8, 2010 hearing by telephone. In support, BSLLC respectfully states as follows:

1. On November 10, 2008 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, “Debtors”), filed voluntary petitions in this Court for relief

under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

2. The bases for BSLLC’s Section 503(b)(9) administrative expense and pre-petition claim are set forth in prior submissions to this Court, including, but not limited to, the Response filed on 11/05/09 at Docket No. 5539.

3. On May 20, 2010, the Debtors and the Committee (together, the “Plan Proponents”), gave notice that a status conference with respect to the Joint Plan would be held on June 8, 2010 at 10:00 a.m. Subsequently, on June 1, 2010, the Committee filed and served a Notice accompanied by the Committee’s proposed plan of liquidation (Dkt. No. 7678). On June 2, 2010, the Debtors filed a Motion for an Order Directing Mediation with respect to the Joint Plan (Dkt. No. 7687, 7688 and 7690). Shortly thereafter, the Committee filed a response (Dkt. No. 7697). According to the Notice of Agenda (Dkt. No. 7718), all of these matters will go forward at a hearing rescheduled for 2:00 p.m. (Eastern) on Tuesday, June 8, 2010.

4. In light of the submissions by the Debtors and the Committee during the past week, it appears that the Debtors’ Chapter 11 Cases may be reaching a critical juncture for creditors and other parties in interest which have not been party to the negotiations between the Plan Proponents since the September, 2009 approval of Disclosure Statement. Listening to the June 8, 2010 hearing appears to provide a cost-effective and non-intrusive opportunity for counsel for such creditors and parties-in-interest to better inform themselves as to what caused the apparent impasse in negotiations and what course(s) of action may be in their best interests.

5. On November 13, 2008, the Court entered an Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures (the “Order”). On page 5 of Exhibit A, the Order states, in relevant part:

(g) Upon request, the Court may allow counsel to listen to a hearing by telephone.

6. Counsel for BSLLC, John G. McJunkin and Daniel Carrigan, whose offices are in Washington, DC, are unable to appear in person on June 8 without rescheduling prior commitments. Accordingly, BSLLC respectfully asks for leave of Court pursuant to the Order so that they may listen to the June 8, 2010 hearing by telephone. BSLLC respectfully submits that the ends of justice would be served by allowing its counsel to listen to the June 8, 2010 hearing.

7. At the time of the hearing, Mr. Carrigan can be reached at (202) 496-7436. Further, Mr. Carrigan will be provided the requisite dial-in telephone number and meeting identification in order that he may call in to the Court at the time of the hearing, in the event the Court grants the relief requested in this Motion.

WHEREFORE, BSLLC respectfully requests that this Court grant its Motion, enter an Order substantially in the form annexed hereto permitting its counsel, Daniel Carrigan, to listen by telephone to the hearing on June 8, 2010 on behalf of BSLLC, and grant such other relief as necessary and appropriate.

Respectfully submitted:

Bethesda Softworks LLC  
By Counsel,

Dated: June 7, 2010

/s/ John G. McJunkin  
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**CERTIFICATE OF SERVICE**

I hereby certify that I have, this 7<sup>th</sup> day of June, 2010, caused the service of a copy of the foregoing Motion for Leave of Court to Listen to June 8, 2010 Hearing by Telephone to be served by electronic means through the ECF system and/or via email (together "ECF") upon:

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/s/ John G. McJunkin  
John G. McJunkin